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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
_____	)	

**PROPOSED AGENDA FOR MATTERS SCHEDULED  
TO BE HEARD ON APRIL 11, 2013 AT 3:00 P.M. (EST)**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,  
Alexander Hamilton U.S. Custom House, Courtroom 501, One Bowling Green, New York, NY  
10004-1408

**I. CONTESTED MATTERS**

1. Debtors' Motion for an Order Pursuant to Sections 363(b) and 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of (A) A Key Employee Retention Plan for Certain Non-Insiders and (B) Key Employee Incentive Plans for Certain Insiders, and (II) Payment of Any Obligations Arising Thereunder as Administrative Expenses [Docket No. 3280]

**Related Documents:**

- a. Declaration of John Dempsey in Support of Debtors' Motion for an Order Pursuant to Sections 363(b) and 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of (A) A Key Employee Retention Plan for Certain Non-Insiders and (B) Key Employee Incentive Plans for Certain Insiders, and (II) Payment of Any Obligations Arising Thereunder as Administrative Expenses (related document(s)3280) filed by Lorenzo

Marinuzzi on behalf of Residential Capital, LLC. with hearing to be held on 4/11/2013 at 03:00 PM at Courtroom 501 (MG) (Marinuzzi, Lorenzo) (Entered: 03/20/2013) [Docket No. 3281]

- b. Declaration of Ronald Greenspan in Support of Debtors' Motion for an Order Pursuant to Sections 363(b) and 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of (A) A Key Employee Retention Plan for Certain Non-Insiders and (B) Key Employee Incentive Plans for Certain Insiders, and (II) Payment of Any Obligations Arising Thereunder as Administrative Expenses [Docket No. 3282]
- c. Declaration of Tammy Hamzehpour in Support of Debtors' Motion for an Order Pursuant to Sections 363(b) and 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of (A) A Key Employee Retention Plan for Certain Non-Insiders and (B) Key Employee Incentive Plans for Certain Insiders, and (II) Payment of Any Obligations Arising Thereunder as Administrative Expenses [Docket No. 3283]
- d. Declaration of Pamela E. West in Support of Debtors' Motion for an Order Pursuant to Sections 363(b) and 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of (A) A Key Employee Retention Plan for Certain Non-Insiders and (B) Key Employee Incentive Plans for Certain Insiders, and (II) Payment of Any Obligations Arising Thereunder as Administrative Expenses [Docket No. 3284]
- e. Debtors' Motion, Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, to File a Reply to the Objection of the Office of the U.S. Trustee to Motion for Approval of Key Employee Retention and Incentive Plans, Under Seal [Docket No. 3380]

**Responses:**

- a. Objection of the United States Trustee to Debtors Motion for an Order Pursuant to Sections 363(b), and 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of (A) a Key Employee Retention Plan for Certain Non-Insiders and (B) Key Employee Incentive Plans for Certain Insiders, and (II) Payment of any Obligations Arising Thereunder as Administrative Expenses [Docket No. 3347]

**Replies:**

- a. Debtors' Reply to the Objection by the United States Trustee to Debtors' Motion for an Order Pursuant to Sections 363(b), and 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of (A) a Key Employee Retention Plan for Certain Non-Insiders and (B) Key Employee Incentive Plans for Certain Insiders, and (II) Payment of any Obligations Arising Thereunder as Administrative Expenses [Docket No. 3378]

- b.** Supplemental Declaration of Ronald Greenspan in Further Support of Debtors' Motion for an Order Pursuant to Sections 363(b) and 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of (A) A Key Employee Retention Plan for Certain Non-Insiders and (B) Key Employee Incentive Plans for Certain Insiders, and (II) Payment of Any Obligations Arising Thereunder as Administrative Expenses [Docket No. 3379]

**Status:** The hearing on this matter will be going forward.

Dated: April 9, 2013  
New York, New York

/s/ Gary S. Lee  
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